

**UNITED STATES OF AMERICA**  
**Before The**  
**OFFICE OF THRIFT SUPERVISION**

**In the Matter of:**

**Elaine Davis**

**Former Officer of**

**Hudson City Savings Bank**  
**Paramus, New Jersey**  
**OTS No. 17969**

**Re: OTS Order No.: NE-05-07**

**Dated: May 3, 2005**

**STIPULATION AND CONSENT TO**  
**ISSUANCE OF AN ORDER OF PROHIBITION**

**WHEREAS**, the Office of Thrift Supervision ("OTS"), based upon information derived from the exercise of its regulatory responsibilities, has informed Elaine Davis ("Davis"), former officer of Hudson City Savings Bank, Paramus, New Jersey ("Hudson City" or the "Institution") that the OTS is of the opinion that grounds exist to initiate an administrative prohibition proceeding against Davis pursuant to 12 U.S.C. § 1818(e);<sup>1</sup> and

**WHEREAS**, Davis desires to cooperate with the OTS to avoid the time and expense of such administrative litigation and, without admitting or denying that such grounds exist and without any adjudication on the merits, but admitting the statements and conclusions in Paragraph 1 below, and subject to Rule 408 of the Federal Rules of Evidence, hereby stipulates and agrees to the following terms:

**1. Jurisdiction.**

(a) Hudson City, at all times relevant hereto, was a "savings association" within the meaning of 12 U.S.C. § 1813(b) and 12 U.S.C. § 1462(4). Accordingly, Hudson City was an "insured depository institution" as that term is defined in 12 U.S.C. § 1813(c).

(b) Davis, as a former officer of Hudson City, is an "institution-affiliated party" as that term is defined in 12 U.S.C. § 1813(u), having served in such capacity within 6 years of the date hereof. See 12 U.S.C. § 1818(i)(3).

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<sup>1</sup> All references in this Stipulation and Consent to Issuance of an Order of Prohibition ("Stipulation") are to the United States Code as amended.

(c) Pursuant to 12 U.S.C. § 1813(q), the OTS is the “appropriate Federal banking agency” with jurisdiction to maintain an enforcement proceeding against a savings association’s institution-affiliated parties. Therefore, Davis is subject to the authority of the OTS to initiate and maintain administrative prohibition proceedings against her pursuant to 12 U.S.C. § 1818(e).

## **2. OTS Findings of Fact.**

The OTS finds that:

(a) Davis violated laws and regulations and engaged in unsafe and unsound practices while serving as an officer of Hudson City, in that she engaged in numerous acts of check-kiting in November and December 2004;

(b) By her conduct, Davis prejudiced the interests of the Hudson City’s depositors, and she received financial gain; and

(c) Davis’s actions involved personal dishonesty or willful or continuous disregard for the safety and soundness of Hudson City.

## **3. Consent.**

Davis consents to the issuance by the OTS of the accompanying Consent Order of Prohibition (“the Order”). Davis further agrees to comply with the terms of the Order upon issuance and stipulates that the Order comply with all requirements of law.

## **4. Finality.**

The Order is issued by the OTS under the authority of 12 U.S.C. § 1818(e). Upon its issuance by the Regional Director or designee for the Northeast Region, OTS, the Orders shall be final, effective, and fully enforceable by the OTS under the provisions of 12 U.S.C. § 1818(e).

## **5. Waivers.**

Davis waives the following:

- (a) The right to be served with a written notice of the OTS’s additional charges against her;
- (b) The right to an administrative hearing of the OTS’s charges against her;
- (c) The right to seek judicial review of the Orders, including, without limitation, any such right provided by 12 U.S.C. § 1818(h), or otherwise, to challenge the validity of the Orders; and
- (d) Any and all claims against the OTS, including its employees and agents, or any other governmental entity for the award of fees, costs, or expenses related to this OTS enforcement matter or the Orders, whether arising under common law, the Equal Access to Justice Act, 5 U.S.C. § 504, or 28 U.S.C. § 2412.

## **6. Indemnification.**

Davis shall neither cause nor permit Hudson City or any holding company, subsidiary, or service corporation thereof to incur, directly or indirectly, any expense for any legal or other professional expenses incurred relative to the negotiation and issuance of the Orders. Nor shall Davis obtain any indemnification (or other reimbursement) from Hudson City or any holding company, subsidiary, or service corporation thereof with respect to any amounts paid for restitution, reimbursement, or penalties. Any such payments received by or on behalf of Davis in connection with this action shall be returned to Hudson City (if Hudson City made such payment) or the holding company, subsidiary, or service corporation that made such payment.

## **7. Other Government Actions Not Affected.**

(a) Davis acknowledges and agrees that her consent to the issuance of the Orders is for the purpose of resolving any and all claims or causes of action that the OTS has or may have against Davis as of the effective date of the Orders and any and all claims or causes of action that Davis has or may have against the OTS or its Director, employees, or agents as of the effective date of the Orders, and does not release, discharge, compromise, settle, dismiss, resolve, or in any way affect any actions, charges against, or liability of Davis that arise pursuant to the subject matter of this action or otherwise, and that may be or have been brought by any other government entity other than the OTS, including without limitation the United States Department of Justice.

(b) By signing this Stipulation, Davis agrees that she will not assert this proceeding, her consent to the issuance of the Orders, and/or the issuance of the Orders, as the basis for a claim of double jeopardy in any pending or future proceeding brought by the United States Department of Justice or any other Federal or state governmental entity.

## **8. Agreement for Continuing Cooperation**

Davis agrees that, at the OTS's written request, without service of a subpoena, she will provide discovery and will testify truthfully at any judicial or administrative proceeding related to any investigation, litigation, or other proceeding maintained by OTS relating to Hudson City or its institution-affiliated parties, except that Davis does not waive any privilege against self-incrimination under the Fifth Amendment of the United States Constitution. If Davis invokes her privilege against self-incrimination under the Fifth Amendment of the United States Constitution and the OTS obtains a grant of immunity pursuant to 18 U.S.C. § 6001 *et seq.*, Davis agrees, consistent with any such grant of immunity, to provide discovery and to testify truthfully at any judicial, administrative, or investigative proceeding for which immunity is given.

**9. Acknowledgement of Criminal Sanctions**

Davis acknowledges that this Stipulation and the Order are subject to the provisions of 12 U.S.C. § 1818(j).

**10. Miscellaneous**

(a) The construction and validity of this Stipulation and the Order shall be governed by the laws of the United States of America;

(b) All references to the OTS in this Stipulation and the Order shall also mean any of the OTS' predecessors, successors, and assigns;

(c) The section and paragraph headings in this Stipulation and the Order are for convenience only, and such headings shall not affect the interpretation of this Stipulation or the Orders;

(d) The terms of this Stipulation and the Order represent the final written agreement of the parties with respect to the subject matters hereof, and constitute the sole agreement of the parties with respect to such subject matters; and

(e) This Stipulation and the Order shall remain in effect until terminated, modified, or suspended in writing by the OTS, acting through its Director, Regional Director, or other authorized representative.

**WHEREFORE**, Davis executes this Stipulation and Consent to Issuance of an Order of Prohibition, intending to be legally bound hereby.

By:

Accepted by:  
OFFICE OF THRIFT SUPERVISION

/S/

/S/

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Elaine Davis

\_\_\_\_\_  
Robert C. Albanese  
Regional Director, Northeast Region

Dated: 4/25/05

Dated: 5/3/05

ACKNOWLEDGMENT

State of New Jersey

County of Hudson

On this 25 day of April, 2005, before me, the undersigned notary public, personally appeared Elaine Davis and acknowledged her execution of the foregoing Stipulation and Consent to Issuance of an Order of Prohibition.

Randy Peralta  
Notary Public

**RENDY PERALTA**  
NOTARY PUBLIC OF NEW JERSEY  
My Commission expires: My Commission Expires Dec. 28, 2009



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**Former Officer of**

**Hudson City Savings Bank**  
**Paramus, New Jersey**  
**OTS No. 17969**

**OTS Order No.: NE-05-07**

**Dated: May 3, 2005**

**CONSENT ORDER OF PROHIBITION**

**WHEREAS**, Elaine Davis ("Davis") has executed a Stipulation and Consent to Issuance of an Order of Prohibition ("Stipulation"); and

**WHEREAS**, Davis, by her execution of the Stipulation, has consented and agreed, without admitting or denying the OTS Findings of Fact, to the issuance of this Consent Order of Prohibition ("Order") by the Office of Thrift Supervision ("OTS"), pursuant to 12 U.S.C. § 1818(e);

**NOW, THEREFORE, IT IS ORDERED THAT:**

1. Davis, except upon the prior written consent of the OTS, acting through its Director or an authorized representative, and any other "appropriate Federal Financial institutions regulatory agency," for purposes of 12 U.S.C. § 1818(e)(7)(B)(ii), shall not:

(a) Hold any office in, or participate in any manner in the conduct of the affairs of, any institution or agency specified in 12 U.S.C. § 1818(e)(7)(A), including, but not limited to:

- (i) Any insured depository institution, *e.g.*, savings and loan associations, savings banks, national banks, trust companies, and other banking institutions;
- (ii) Any institution treated as an insured bank under 12 U.S.C. § 1818(b)(3) or § 1818(b)(4), or as a savings association under 12 U.S.C. § 1818(b)(9), *e.g.*, subsidiaries and holding companies of banks or savings associations;

- (iii) Any insured credit union under the Federal Credit Union Act, 12 U.S.C. §§ 1781 *et seq.*;
- (iv) Any institution chartered under the Farm Credit Act of 1971, 12 U.S.C. §§ 2001 *et seq.*;
- (v) Any "appropriate Federal depository institution regulatory agency," within the meaning of 12 U.S.C. § 1818(e)(7)(D); and
- (vi) The Federal Housing Finance Board or any Federal home loan bank;

(b) Solicit, procure, transfer, attempt to transfer, vote, or attempt to vote any proxy, consent, or authorization with respect to any voting rights in any institution described in 12 U.S.C. § 1818(e)(7)(A);

(c) Violate any voting agreement previously approved by the "appropriate Federal banking agency" within the meaning of 12 U.S.C. § 1813(q); or

(d) Vote for a director, or serve or act as an "institution-affiliated party," as that term is defined at 12 U.S.C. § 1813(u), *e.g.*, a director, officer, employee, controlling stockholder of, or agent for, an insured depository institution.

2. This Order is subject to the provisions of Section 8(j) of the Federal Deposit Insurance Act, 12 U.S.C. § 1818(j).

3. The Stipulation is made a part hereof and is incorporated herein by this reference.

4. Davis shall promptly respond to any request from the OTS for documents or information that the OTS reasonably requests to demonstrate compliance with this Order.

5. This Order is and shall become effective on the date it is issued, as shown in the caption hereof. The Stipulation and this Order shall remain in effect until terminated, modified, or suspended in writing by the OTS, acting through its Director, Regional Director, or other authorized representative.

#### OFFICE OF THRIFT SUPERVISION

/S/

By:

Robert C. Albanese  
Regional Director, Northeast Region